

Mr. Curtis Brody
Chief Financial Officer
Sunwest Management, Inc.
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IN ACCOUNT WITH
STEPTOE & JOHNSON LLP

November 16, 2009

INVOICE

Our Matter No. 017026.00001
RESTRUCTURING ISSUES

Invoice No. 2323234

For Professional Services Rendered Through October 31, 2009:

Fees:

Attorney/Paralegal	Hours	Rate	Value
G.R. Yates	269.10	450.00	121,095.00
Total Fees:			\$121,095.00

Expenses:

Air Fare	4,297.20
Hotel	5,534.51
Rental Car	265.51
Taxis	855.00
Long Distance Telephone	261.90
Travel	192.47
Meals While On Travel	<u>3,185.47</u>
Total Expenses:	<u>\$14,592.06</u>
Total Due for this Period:	<u>\$135,687.06</u>

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REMITTANCE

Our Matter No. 017026.00001
RESTRUCTURING ISSUES

Invoice No. 2323234

For Professional Services Rendered Through October 31, 2009:

Total Fees:	\$121,095.00
Total Expenses:	<u>\$14,592.06</u>
Total Due for this Period:	<u>\$135,687.06</u>

INVOICE IS DUE AND PAYABLE UPON RECEIPT

PLEASE RETURN THIS COPY WITH YOUR REMITTANCE

Please send remittance to: Steptoe & Johnson LLP
Accounting Department
1330 Connecticut Avenue, NW
Washington, D.C. 20036-1795

Wiring Instructions:
Bank: Wachovia Bank of Washington, D.C.
ABA#: 054001220
Beneficiary's Account #: 2000033223276
Swift Code -- PNBP US 33
Beneficiary's Name: Steptoe & Johnson LLP

**SUNWEST MANAGEMENT, INC.
RESTRUCTURING ISSUES
OCTOBER 2009**

Date	Name	Hour	Description
10/01/09	G.R. Yates	11.30	Meetings with CRO and Receiver to discuss game plan going forward with case. (6.9). Calls with secured lenders to explain plan (4.4).
10/02/09	G.R. Yates	11.80	Work on dispositions of property (7.4). Review and revise orders (4.4).
10/05/09	G.R. Yates	11.30	Work on secured lender restructurings (6.7) and dispositions of properties (4.6)
10/06/09	G.R. Yates	7.40	Calls with secured lenders to discuss loan restructurings.
10/06/09	G.R. Yates	4.20	Calls with lenders to discuss disposition of properties.
10/07/09	G.R. Yates	4.80	Work on Blackstone Purchase and Sale Agreement issues.
10/07/09	G.R. Yates	6.90	Calls with secured lenders to discuss loan restructurings.
10/08/09	G.R. Yates	5.80	Calls with secured lenders to discuss loan restructurings. Review term sheets.
10/08/09	G.R. Yates	6.40	Work on bare land issues.
10/09/09	G.R. Yates	6.70	Meetings with secured lenders to discuss loan restructurings.
10/09/09	G.R. Yates	5.70	Work on issues relating to Blackstone sale.
10/12/09	G.R. Yates	7.40	Negotiations with secured lenders regarding loan restructurings.
10/12/09	G.R. Yates	3.70	Work on disposition of properties.
10/13/09	G.R. Yates	6.70	Meetings and preparation for Blackstone negotiating meeting.
10/13/09	G.R. Yates	3.80	Work on secured lender restructurings.
10/14/09	G.R. Yates	8.30	Meetings with various counsel and business representatives, including Blackstone, regarding the Purchase and Sale Agreement.
10/14/09	G.R. Yates	4.30	Work on secured lender loan restructurings.
10/15/09	G.R. Yates	5.50	Mediation with secured lenders regarding loan restructurings.
10/15/09	G.R. Yates	5.90	Work on GE issues including revision of Order approving loan restructuring.

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Date	Name	Hour	Description
10/16/09	G.R. Yates	6.30	Work on Blackstone due diligence issues and representations and warranties.
10/16/09	G.R. Yates	5.60	Calls to secured lenders regarding loan restructurings.
10/17/09	G.R. Yates	3.60	Meetings to discuss and mark up Blackstone Purchase and Sale Agreement.
10/18/09	G.R. Yates	3.80	Close review and mark up of Blackstone Purchase and Sale Agreement.
10/19/09	G.R. Yates	6.30	Work on secured lender issues. Calls to secured lender's counsel. Review existing loan documents. Draft term sheets. Discuss issues with Sunwest.
10/19/09	G.R. Yates	3.90	Address property disposition issues. Calls to counsel regarding releases.
10/20/09	G.R. Yates	5.80	Work on Blackstone issues and due diligence. Meetings on representations and warranties.
10/20/09	G.R. Yates	6.30	Work on secured lender issues. Calls to secured lender's counsel. Review existing loan documents. Draft term sheets. Discuss issues with Sunwest.
10/21/09	G.R. Yates	3.30	Prepare for and participate in call with Blackstone to review Purchase and Sale comments.
10/21/09	G.R. Yates	8.90	Work on secured lender issues. Calls to secured lender's counsel. Review existing loan documents. Draft term sheets. Discuss issues with Sunwest.
10/22/09	G.R. Yates	6.50	Work on disposition issues. Calls to secured lenders.
10/22/09	G.R. Yates	5.80	Work on secured lender issues. Calls to secured lender's counsel. Review existing loan documents. Draft term sheets. Discuss issues with Sunwest.
10/23/09	G.R. Yates	5.80	Work on secured lender issues. Calls to secured lender's counsel. Review existing loan documents. Draft term sheets. Discuss issues with Sunwest.
10/23/09	G.R. Yates	6.30	Address Blackstone issues. Conference calls with Blackstone deal counsel. Conference calls with Blackstone regulatory counsel.
10/26/09	G.R. Yates	7.80	Work on secured lender issues. Calls to secured lender's counsel. Review existing loan documents. Draft term sheets. Discuss issues with Sunwest.

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Date	Name	Hour	Description
10/26/09	G.R. Yates	5.20	Work on disposition of properties. Review committee recommendations.
10/27/09	G.R. Yates	7.60	Work on secured lender issues. Calls to secured lender's counsel. Review existing loan documents. Draft term sheets. Discuss issues with Sunwest.
10/27/09	G.R. Yates	4.90	Work on Blackstone issues. Conference call with Blackstone counsel to discuss Purchase and Sale Agreement.
10/28/09	G.R. Yates	6.90	Work on secured lender issues. Calls to secured lender's counsel. Review existing loan documents. Draft term sheets. Discuss issues with Sunwest.
10/28/09	G.R. Yates	5.70	Work on property dispositions.
10/29/09	G.R. Yates	7.30	Work on secured lender issues. Calls to secured lender's counsel. Review existing loan documents. Draft term sheets. Discuss issues with Sunwest.
10/29/09	G.R. Yates	4.80	Address various investor issues related to Sunwest.
10/30/09	G.R. Yates	6.60	Work on secured lender issues. Calls to secured lender's counsel. Review existing loan documents. Draft term sheets. Discuss issues with Sunwest.
10/30/09	G.R. Yates	6.20	Address various issues related to the Blackstone transaction.